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Attorneys for Plaintiffs and the Class

IN THE UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO AND OAKLAND DIVISION

THOMAS FERNANDEZ, LORA SMITH, and
 TOSHA THOMAS, individually and on behalf
 of a class of all other persons similarly situated,

Plaintiffs,

vs.

K-M INDUSTRIES HOLDING CO., INC.;
 K-M INDUSTRIES HOLDING CO., INC.
 ESOP PLAN COMMITTEE; WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST; TRUSTEES OF THE WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST; CIG ESOP PLAN COMMITTEE;
 NORTH STAR TRUST COMPANY;
 DESIREE B. MOORE REVOCABLE TRUST;
 WILLIAM E. MOORE MARITAL TRUST;
 WILLIAM E. MOORE GENERATION-
 SKIPPING TRUST; and DESIREE MOORE,
 BOTH IN HER INDIVIDUAL CAPACITY
 AND AS TRUSTEE OF THE WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST'S SUCCESSOR TRUSTS NAMED
 ABOVE,

Defendants.

Case No. C-06-07339 CW

**DECLARATION OF NINA WASOW IN
 SUPPORT OF PLAINTIFFS'
 ADMINISTRATIVE MOTION TO FILE
 DOCUMENTS UNDER SEAL**

DECLARATION OF NINA WASOW IN SUPPORT OF PLAINTIFFS' MOTION TO FILE DOCUMENTS
 UNDER SEAL

[Case No. C-06-07339 CW]

1 I, Nina Wasow, declare as follows:

2 1. I am a member in good standing of the State Bar of California and an attorney
3 with Lewis, Feinberg, Lee, Renaker & Jackson, P.C., which is counsel for Plaintiffs in this
4 action. I have personal knowledge of the facts contained in this declaration and, if called to
5 testify, will testify as set forth below.

6 2. In the course of discovery, Defendants have designated the following documents
7 as confidential:

8 a. Exhibit 1, excerpts from the deposition of Joseph Cristiano taken April 8,
9 2008, pages 250-252.

10 b. Exhibit 2, death certificate for William E. Moore, bates stamped KMH
11 1797.

12 c. Exhibit 5, Minutes of the Annual Combined Meeting of the Board of
13 Directors and Shareholders of Kelly-Moore Paint Company, dated March
14 26, 1997, bates stamped KMH 11004-11008.

15 d. Exhibit 6, Minutes of a Joint Special Meeting of the Boards of Directors of
16 K-M Industries Holding Co., Inc. and Kelly-Moore Paint Company, dated
17 March 9, 2006, bates stamped KMH 555-557.

18 e. Exhibit 7, Unanimous Written Consent in Lieu of a Meeting of the Board
19 of Directors of Kelly-Moore Paint Company, Inc., dated March 14, 2003,
20 page bates stamped KMH 6546.

21 f. Exhibit 8, minutes of a Joint Special Meeting of the Boards of Directors of
22 KMH and Kelly-Moore Paint, dated February 12, 2003, bates stamped
23 KMH 505-508.

24 g. Exhibit 9, ESOP Stock Purchase Agreement dated October 13, 1998, page
25 bates stamped MK 1590.

26 h. Exhibit 11, valuation of California Capital Insurance Company as of June
27 30, 1998, by Duff & Phelps LLC, pages bates stamped CIG 1316-1318,
28

- 1320-1326, 1331-1338, 1341-1347.
- i. Exhibit 13, minutes of the Board of Directors meeting of California Capital Insurance Company and Subsidiaries, dated October 27, 2006, bates stamped CIG 16128-16129.
- j. Exhibit 14, ESOP Stock Purchase Agreement dated October 18, 1999, page bates stamped CIG 1871.
- k. Exhibit 15, excerpt from a Presentation to North Star Trust Company as Trustee of the K-M Industries Holding Company, Inc. Employee Stock Ownership Plan dated September 26, 2005, pages stamped KMH 5463-5465.
- l. Exhibit 18, Paco Textures Memo by Doug Merrill dated December 15, 1976, bates stamped KMH-AR 5173.
- m. Exhibit 20, letter from S.L. Highleyman to Harlan K. Veal, Esq., dated November 25, 1981, bates stamped KMH-AR 1941-1943.
- n. Exhibit 21, Reed Decorative Products Asbestos Litigation Model display of expected mortality by calendar year, bates stamped KMH-AR 1925.
- o. Exhibit 22, Reed Decorative Products Asbestos Litigation Model display of expected loss costs by calendar year of manifestation, bates stamped KMH-AR 1933.
- p. Exhibit 23, memo from Doug Merrill to William E. Moore entitled "Review of 'Analysis of Asbestos-Related Claim of Kelly-Moore Paint Company, Inc.,'" dated October 17, 1982, bates stamped KMH-AR 2017.
- q. Exhibit 24, document entitled "Brief History of Kelly-Moore's Paco Dry Wall Division's Production and Sales," stamped KMH-AR 2033-2035.
- r. Exhibit 27, letter from CIGNA to Pat McDonald of Kelly-Moore Paint, dated November 3, 1997, page bates stamped PL 10445.
- s. Exhibit 30, chart of asbestos claims pending against Kelly-Moore at year-

1 end from 1997 to 2006, bates stamped CIG_ESI 593_CONF.

2 t. Exhibit 31, excerpt of a presentation by Kirkland & Ellis to KMH on
3 February 2, 2002, bates stamped KMH 10821-10832.

4 u. Exhibit 33, letter from Cheryl Mills to James Ferraro of CNA dated
5 December 10, 1999, page bates stamped PL 9.

6 v. Exhibit 34, letter from Zurich-American Insurance Group to Joseph
7 Cristiano of Kelly-Moore Paint dated July 7, 1998, bates stamped PL
8 10454-56.

9 w. Exhibit 35, document entitled "Clarification of Facts Concerning
10 Coverage and Coverage Disputes," bates stamped KMH_ESI 6484-
11 KMH_ESI 6484.003.

12 x. Exhibit 36, document entitled "Kelly-Moore Paint Company, Inc.
13 Coverage Chart," bates stamped KMH_ESI00006493_CONF.

14 y. Exhibit 39, minutes of the Annual Combined Meeting of the Board of
15 Directors and Shareholders of Kelly-Moore Paint Company, dated April
16 21, 1998, bates stamped KMH 452-456.

17 z. Exhibit 45, Evaluation of the Common Stock of Kelly-Moore Paint
18 Company, Inc. as of July 31, 1998, by B.J. Brooks, pages bates stamped
19 KMH 1440-1444, 1446, 1448-1474.

20 aa. Exhibit 46, letter from B.J. Brooks to the Board of Directors of K-M
21 Industries Holding Co., Inc. dated October 12, 1998, pages bates stamped
22 KMH 1367-1369.

23 bb. Exhibit 49, fax from Stephen Ferrari to B.J. Brooks dated June 18, 1998,
24 page bates stamped MK 3922.

25 cc. Exhibit 50, fax from Stephen Ferrari to B.J. Brooks dated July 25, 2008,
26 pages bates stamped MK 3589, 3591.

27 dd. Exhibit 51, fax from Stephen Ferrari to B.J. Brooks dated October 2, 1998,
28

1 page bates stamped MK 3813.

2 ee. Exhibit 52, handwritten notes by B.J. Brooks, pages bates stamped MK
3 3536, 3542, 3544-3549.

4 ff. Exhibit 53, report by Robert Ireland entitled "Minority Interest Fair Market
5 Valuation of the Series P, Class B Shares of Common Stock of K-M
6 Industries Holding Co., Inc. for Employee Stock Ownership Plan Purposes
7 as of December 31, 2000," dated March 27, 2001, pages bates stamped
8 KMH 1044, 1047-1049, 1053-1055, 1059, 1064-1071, 1073-1080, 1082-
9 1101.

10 gg. Exhibit 54, handwritten "note to file" by Stephen Ferrari dated October 1,
11 1998, bates stamped KMH 10997.

12 hh. Exhibit 56, Minutes of a Special Meeting of the Board of Directors of K-
13 M Industries Holding Co., Inc. dated October 13, 1998, bates stamped
14 KMH 7557-7560.

15 ii. Exhibit 57, document entitled "Overview of K-M Industries Holding Co.,
16 Inc. Legal Structure and Ownership," bates stamped MT 292.

17 jj. Exhibit 58, letter from Cheryl Mills to Joseph Cristiano dated December
18 11, 1998, bates stamped KMH_ESI00006668-6668.006.

19 kk. Exhibit 60, letter from Cheryl Mills to Ernst & Young dated February 13,
20 1997, bates stamped EY000042.

21 ll. Exhibit 62, letter from Kelly-Moore Paint Company, Inc. to Ernst &
22 Young dated April 4, 1997, bates stamped EY000044-49.

23 mm. Exhibit 63, letter from Kelly-Moore Paint Company, Inc. to Ernst &
24 Young dated March 27, 1998, bates stamped KMH 11009-11014.

25 nn. Exhibit 64, letter from Kelly-Moore Paint Company, Inc. to Ernst &
26 Young dated February 12, 1999, bates stamped KMH 11022-11028.

27 oo. Exhibit 65, letter from Kelly-Moore Paint Company, Inc. to Ernst &
28

- 1 Young dated February 11, 2000, bates stamped EY000070-77.
- 2 pp. Exhibit 66, Consolidated Financial Statements of Kelly-Moore Paint
- 3 Company, Inc. for the years ended December 31, 2000 and 1999 with
- 4 Report of Independent Auditors, bates stamped KMH 432-451.
- 5 qq. Exhibit 67, chart entitled "K-M Industries Current Corporate Structure,"
- 6 bates stamped CIG 4588.
- 7 rr. Exhibit 69, valuation of K-M Industries Holding Co., Inc. Class I Stock as
- 8 of June 30, 1999, by Duff & Phelps LLC, pages bates stamped KMH
- 9 5819-5821, 5823-5824, 5828-5834, 5838, 5841-5842, 5849-5855, 5870.
- 10 ss. Exhibit 75, letter from Columbia Financial Advisors, Inc. to William
- 11 Moore dated September 7, 1999, pages bates stamped CIG 8223-8225.
- 12 tt. Exhibit 77, letter from Duff & Phelps, LLC to William Moore dated
- 13 October 18, 1999, page bates stamped CIG 8320.
- 14 uu. Exhibit 78, handwritten notes by Kenneth Bodenstein dated April 30,
- 15 2002, bates stamped CIG 136.
- 16 vv. Exhibit 79, Promissory Note dated October 18, 1999, page bates stamped
- 17 CIG 4561.
- 18 ww. Exhibit 81, letter from Cheryl Mills to Joseph Cristiano dated July 25,
- 19 2000, bates stamped PL 21726-21727.
- 20 xx. Exhibit 82, letter from Mills & Larson to Ernst & Young dated February
- 21 11, 2000, bates stamped PL 10814-10815.
- 22 yy. Exhibit 83, letter from Kelly-Moore Paint Company, Inc. to Ernst &
- 23 Young dated February 20, 2001, bates stamped EY000147-153.
- 24 zz. Exhibit 84, letter from Cheryl Mills to Ernst & Young dated February 26,
- 25 2001, bates stamped EY000170-171.
- 26 aaa. Exhibit 98, memo dated May 23, 2002, from Peter Cazzolla to CIG
- 27 Owners and Team Members, bates stamped CIG 3587.
- 28

bbb. Exhibit 99 is a true and correct copy of a memo dated January 21, 2003, from Peter Cazzolla to all CIG Team Members, bates stamped CIG 2447.

ccc. Exhibit 100, Trustee Engagement Agreement dated April 22, 2003, bates stamped MT000543-551.

ddd. Exhibit 103, excerpts from the deposition of John Hommel taken May 8, 2008, pages 183-184, 191-193, 197-201, 204, 266-267, 271-277, 280-286.

eee. Exhibit 107, handwritten notes by John Hommel, bates stamped NS 31489-31560.

fff. Exhibit 120, excerpt of the William E. and Desiree Moore 1990 Revocable Trust Agreement, bates stamped MT 2033 and 2042-2049.

ggg. Exhibit 123, statement from Round Hill Securities, Inc. for the Moore Trust's account, bates stamped MT 2260.

3. Because Defendants have marked the above-listed documents (or portions of documents) as confidential, these documents (or portions of documents) have been redacted and are being filed with the Court under seal.

4. In addition, because matters contained in these documents are referenced in the motion (Plaintiffs' Opposition to Defendants' Motions for Summary Judgment), portions of the brief have been redacted and the redacted brief is being filed with the Court under seal.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 10, 2008 at Oakland, California.

/s/

Nina Wasow